EXHIBIT

A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

July 15, 2002
Date of Report (Date of earliest event reported)

AMGEN INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	000-12477	95-3540776
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)
Amgen Inc. One Amgen Center Drive Thousand Oaks, CA (Address of principal executive offices)		91320-1799 (Zip Code)

805-447-1000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 2. ***Acquisition or Disposition of Assets***

On July 15, 2002, Amgen Inc. ("Amgen") announced the closing of its acquisition of Immunex Corporation ("Immunex") pursuant to the Amended and Restated Agreement and Plan of Merger dated as of December 16, 2001 among Amgen, AMS Acquisition Inc., a wholly owned subsidiary of Amgen ("Merger Sub"), and Immunex, as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger dated as of July 15, 2002 (the "Merger Agreement"). Pursuant to the Merger Agreement, Immunex was merged with and into Merger Sub, with Merger Sub continuing as the surviving corporation and a wholly-owned subsidiary of Amgen, and each share of Immunex common stock outstanding at the effective time of the merger was converted into the right to receive 0.44 of a share of Amgen common stock and $4.50 in cash.

A copy of Amgen's press release dated July 16, 2002 announcing the closing of the acquisition is attached hereto as Exhibits 99.1 and is incorporated herein by reference.

A description of certain factors that may affect Amgen's business, after giving effect to the acquisition, is attached to this Current Report as Exhibits 99.5 and is incorporated herein by reference.

Item 5. ***Other Events.***

Set forth below is an update to the description of the business of Amgen Inc. and its consolidated subsidiaries (including Immunex Corporation, unless the context requires otherwise, "Amgen" or the "Company") set forth in Amgen's Annual Report on Form 10-K for the year ended December 31, 2001 to reflect Amgen's acquisition of Immunex on July 15, 2002. The updated business description is primarily based on filings made by Immunex with the Securities and Exchange Commission prior to Amgen's acquisition of Immunex. While we have no reason to believe this description is inaccurate, we can give you no assurance that this current description will conform with our operation of Immunex following the acquisition.

BUSINESS

Products Acquired in Connection with Immunex Acquisition

Enbrel® (etanercept)

Enbrel® (proper name – etanercept) is Immunex's trademark for its soluble tumor necrosis factor ("TNF") receptor. Enbrel® blocks the biologic activity of TNF by competitively inhibiting TNF binding to the TNF cell surface receptors, which is expressed in a wide variety of tissues. TNF production is induced in response to inflammatory stimuli and mediates various physiologic responses including inflammatory and immunological responses.

In November 1998, Immunex received FDA approval and began marketing Enbrel® in the U.S. for the reduction of the signs and symptoms in patients with moderately to severely active rheumatoid arthritis ("RA"). In May 1999, Immunex received FDA approval of Enbrel® for treating moderately to severely active polyarticular-course juvenile RA ("JRA"), in patients who have had an inadequate response to one or more disease-modifying, anti-rheumatic drugs ("DMARDs"). In June 2000, the FDA approved Enbrel® for inhibiting the progression of structural damage in patients with moderately to severely active RA. In December 2000, the Canadian Health Protection Bureau approved Enbrel® in adults for reduction in signs and symptoms of moderately to severely active RA in patients who have had an inadequate response to one or more DMARDs. In January 2002, the FDA approved Enbrel® for reducing the signs and symptoms of active arthritis in patients with psoriatic arthritis ("PsA"). Because Enbrel® has been marketed only since 1998, its long-term effects are largely unknown. See "Factors that May

Affect Amgen—We may be required to perform additional clinical trials or change the labeling of our products if we or others identify side effects after our products are on the market."

Because demand for Enbrel® was projected to temporarily exceed supply, Immunex began an Enbrel® enrollment program in November 2000 to help ensure uninterrupted therapy for U.S. patients prescribed Enbrel® before January 1, 2001. The Enbrel® enrollment program called for these patients to register with Immunex and receive an enrollment number. As of January 1, 2001, patients considering therapy with Enbrel®, but not yet receiving treatment, were invited to enroll in the program and were placed on a waiting list. These patients receive Enbrel® on a first come, first served basis once additional supply of Enbrel® becomes available. In the second quarter of 2002, Immunex experienced a brief period where no Enbrel® was available to fill patient prescriptions, primarily due to variation in the production yield from BI Pharma. Once supply of Enbrel became available, Immunex resumed filling orders on a first come, first served basis. See "Factors that May Affect Amgen—Limits on our current source of supply for Enbrel® will constrain Enbrel® sales growth" and "—Our sources of supply for Enbrel® are limited."

Amgen owns the rights to Enbrel® in the U.S. and Canada, and Wyeth, formerly American Home Products Corporation, owns rights to Enbrel® in all other countries. Accordingly, Amgen does not receive royalties or a share of gross profits from sales of Enbrel® outside the U.S. and Canada. Amgen and Wyeth are marketing Enbrel® in the U.S. and Canada under a promotion agreement. See "—Joint Ventures and Business Relationships—Wyeth."

Enbrel® sales for the years ended December 31, 2001, December 31, 2000 and December 31, 1999 were $761.9 million, $652.4 million, and $366.9 million, respectively.

Novantrone® (mitoxantrone)

Novantrone® (proper name – mitoxantrone for injection concentrate) is Immunex's trademark for its compound similar to doxorubicin and idarubicin, two chemotherapeutic agents frequently used to treat some cancers, but with a molecular change that results in less damage to the heart. In December 1987, the FDA approved Novantrone® for initial therapy of acute nonlymphocytic leukemia in combination with other drug(s). In November 1996, Novantrone® was approved by the FDA for use in combination with corticosteroids for the treatment of pain in advanced hormone refractory prostate cancer. In October 2000, the FDA approved Novantrone® for reducing neurologic disability and/or the frequency of clinical relapses in patients with secondary progressive, progressive relapsing or worsening relapsing–remitting Multiple Sclerosis ("MS"). Novantrone® is not indicated for primary progressive MS.

Novantrone® sales for the years ended December 31, 2001, December 31, 2000 and December 31, 1999 were $71.2 million, $59.9 million and $44.5 million, respectively.

Leukine®

In May 2002, Immunex announced that it had agreed to sell its Leukine® (proper name–sargramostim) business to Schering AG Germany for approximately $380 million in cash plus the payment of additional cash consideration upon achievement of certain milestones. Immunex has agreed to sell its Leukine® business as a condition to obtaining regulatory approval of Amgen's acquisition of Immunex.

Thioplex

Thioplex® (proper name – thiotepa for injection) is Immunex's trademark for a powder formulation of thiotepa for injection. Thioplex® is approved for the palliative treatment of a wide variety of tumor types, which means that it alleviates symptoms without curing the underlying disease. The FDA has approved Thioplex® for a number of oncology indications. In 2001, Thioplex® began to face generic competition.

Acquired Product Candidates

Inflammation

EXHIBIT

B

IMMUNEX CORP

51 UNIVERSITY ST
SEATTLE, WA 98101
206. 587.0430

10-K

FORM 10-K FOR THE PERIOD ENDING 12/31/2001
Filed on 03/08/2002 - Period: 12/31/2001
File Number 000-12406

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-12406

IMMUNEX CORPORATION
(exact name of registrant as specified in its charter)

Washington	51-0346580
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

51 University Street, Seattle, WA 98101
(Address of principal executive offices)

Registrant's telephone number, including area code (206) 587-0430

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, $.01 par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes __X__ No_____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. [ ]

The approximate aggregate market value of the voting stock held by nonaffiliates of the registrant as of February 28, 2002 was: $7,769,539,784.82.

Common stock outstanding at February 28, 2002: 548,236,557 shares.

Documents incorporated by reference
(1) Portions of the Registrant's definitive proxy statement for the annual meeting of shareholders to be held on May 16, 2002, are incorporated by reference. We will file the definitive proxy statement with the Securities Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

PART I

Item 1. Business

Our disclosure and analysis in this report and in our 2001 Annual Report to shareholders, of which this report is a part, contain forward-looking statements. Forward-looking statements provide our current expectations or forecasts of future events. In particular, forward-looking statements include:

- information concerning possible or assumed future results of operations, trends in financial results and business plans, including those relating to earnings growth and revenue growth;
- statements about our merger with Amgen Inc., including with respect to business strategies, expected operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management, and markets for our stock and Amgen's stock;
- statements about our product development schedule;
- statements about our expectations for regulatory approvals for any of our product candidates;
- statements about our future product manufacturing capabilities and product sales;
- statements about the level of our costs and operating expenses relative to our revenues, and about the expected composition of our revenues;
- statements about our future capital requirements and the sufficiency of our cash, cash equivalents, investments and other financing proceeds to meet these requirements;
- statements about the outcome of contingencies such as legal proceedings;
- other statements about our plans, objectives, expectations and intentions; and
- other statements that are not historical fact.

From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Any or all of our forward-looking statements in this report, in our 2001 Annual Report and in any other public statements that we make may turn out to be wrong. Inaccurate assumptions we might make and known or unknown risks and uncertainties can affect our forward-looking statements. Consequently, no forward-looking statement can be guaranteed and our actual results may differ materially.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Annual Reports on Form 10-K. Also note that we provide a cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business under the caption Important Factors That May Affect Our Business, Our Results of Operations and Our Stock Price in this report. These are risks that we think could cause our actual results to differ materially from expected or historical results. Other risks besides those listed in this report could also adversely affect us.

General

We are a leading biopharmaceutical company dedicated to developing immune system science to protect human health. Applying our scientific expertise in the fields of immunology, cytokine biology, vascular biology, antibody-based therapeutics and small molecule research, we work to discover new targets and new therapeutics for treating rheumatoid arthritis, or RA, asthma and other inflammatory diseases, as well as cancer and cardiovascular diseases.

- accelerating neutrophil recovery and reducing mortality in treating patients with acute myelogenous leukemia; and

- for use in peripheral blood progenitor cell mobilization and post-transplantation support.

Leukine is only available in the United States and is marketed by our specialty sales force. While Leukine is available in both multi-dose liquid and powder formulations, most of our sales are of the multi-dose liquid formulation. Revenues from sales of Leukine totaled $108.4 million, or approximately 11% of our total revenue, in 2001, $88.3 million, or approximately 10% of our total revenue, in 2000, and $69.1 million, or approximately 13% of our total revenue, in 1999.

Novantrone. Novantrone is a compound similar to doxorubicin and idarubicin, two chemotherapeutic agents frequently used to treat some cancers, but with a molecular change that results in less damage to the heart.

The FDA has approved Novantrone for the following indications:

- initial therapy of acute nonlymphocytic leukemia;

- in combination with steroids for treating patients with pain related to hormone refractory prostate cancer; and

- reducing neurologic disability and/or the frequency of clinical relapses in patients with secondary progressive, progressive relapsing or worsening relapsing-remitting MS.

In October 2000, the FDA approved Novantrone for the MS indication described above. MS is a chronic, debilitating disease of the central nervous system that can result in a variety of symptoms that range from numbness in the limbs to complete paralysis. Novantrone is sold in a concentrated liquid form for injection. Revenues from sales of Novantrone totaled $71.2 million, or approximately 7% of our total revenue, in 2001, $59.9 million, or approximately 7% of our total revenue, in 2000, and $44.5 million, or approximately 8% of our total revenue, in 1999.

Thioplex. Thioplex is a powder formulation of thiotepa for injection. Thiotepa is a cytotoxic agent, which means that it kills cells. Thioplex is approved for the palliative treatment of a wide variety of tumor types, which means that it alleviates symptoms without curing the underlying disease. The FDA has approved Thioplex for a number of oncology indications. In 2001, Thioplex began to face generic competition.

Research and Product Development

Since Immunex was founded in 1981, we have focused our scientific efforts on understanding the biology of the immune system. Our goal is to understand the complex interactions between cells of the immune system and other tissues that can trigger the underproduction or overabundance of key immune system components, leading to or perpetuating serious human diseases. From this research focus we have created a portfolio of proprietary molecules and other technology that has produced a number of promising biological therapeutic candidates. We intend to further solidify our position as a leader in the innovation and commercialization of products that treat a variety of immune system disorders and inflammatory diseases and to expand our new product development into treating numerous other conditions. We spent $204.6 million in 2001, $166.7 million in 2000 and $126.7 million in 1999 on research and development. These amounts include expenses related to third-party research collaborations and the acquisition of third-party rights to development stage products.

New Indications for Marketed Products

We believe that an efficient way to generate increased revenue is to add new indications to a product that is already being marketed. We have increased our focus on development activities to find potential new indications for our existing drugs. By securing new indications, our strategy is to build pharmaceutical franchises and expand

Sales of Leukine totaled $108.4 million in 2001, compared to $88.3 million in 2000 and $69.1 million in 1999. The increase in sales of Leukine during 2001 reflects increased unit demand. We have been able to grow demand for Leukine through efforts to differentiate Leukine from its competition and through competitive pricing to our customers. Because of our pricing structure, we experienced a small decrease in realized selling prices during 2001. The increase in sales of Leukine during 2000 reflected increased unit demand and higher realized selling prices. During 2000, we hired additional sales representatives to promote Leukine. We also discontinued distributor price discounts, which contributed to improved profitability.

Sales of Novantrone totaled $71.2 million in 2001, compared to $59.9 million in 2000 and $44.5 million in 1999. In October 2000, the FDA approved Novantrone for reducing neurologic disability and/or frequency of clinical relapses in patients with progressive, progressive relapsing or worsening relapsing-remitting MS. This led to an increase in sales of Novantrone in 2001 compared to 2000. In addition, we increased the selling price of Novantrone in both 2001 and 2000. We believe that some of the sales of Novantrone during the fourth quarter of 2001 represent inventory stocking by distributors. This will likely have a negative impact on sales of Novantrone in the first quarter of 2002. The improvement in sales of Novantrone during 2000 compared to 1999 is primarily due to increased unit volume and higher realized selling prices. During 2000 we hired additional sales representatives to promote Novantrone.

Sales of our other products decreased to $18.1 million in 2001, compared to $28.2 million in 2000 and $38.8 million in 1999. On June 30, 2001, we sold our rights to the pharmaceutical products Amicar, methotrexate sodium injectable, leucovorin calcium and Levoprome to Xanodyne Pharmacal, Inc., or Xanodyne. The sale resulted in a gain of $16.0 million, which was included in other income. We also agreed to sell to Xanodyne, at cost, our remaining inventory for these products on hand at June 30, 2001. We did not recognize any material revenues or expenses related to these products in the second half of 2001. As a result of the sale, our only other marketed product is Thioplex. Two competitors launched generic versions of Thioplex during 2001 and realized selling prices and sales volume for Thioplex have declined. Sales of our other products decreased in 2000 compared to 1999 primarily due to decreased sales volume of Thioplex.

Royalty and contract revenue consists primarily of royalties earned under license agreements, license fees and milestone payments. Royalties are received quarterly or semi-annually based on product sales made by the licensee in the preceding royalty reporting period. Royalty revenue is recognized based on the period in which the underlying products are sold and as such, requires us to estimate royalty income for the then current quarterly or semi-annual royalty period. If we are unable to reasonably estimate royalty income under a particular agreement, for example where the market for the underlying product is highly variable, we will recognize revenue only when actual amounts are known. License fees and milestones are recognized in revenue based on the terms of the underlying agreement. To the extent a license fee or milestone has an ongoing service or performance requirement or is dependent upon a future contingency, revenue is deferred and recognized over the applicable service period or when the contingency is resolved.

Royalty and contract revenue totaled $27.2 million in 2001, compared to $33.0 million in 2000 and $22.4 million in 1999. In 2001, royalty revenue comprised $25.0 million of total royalty and contract revenue compared to $6.6 million in 2000 and $9.4 million in 1999. During 2001, we began recognizing royalty revenue from Ivax Corporation, or Ivax, on sales of paclitaxel injection, a generic form of Bristol-Myers Squibb Company's Taxol(R). During the third quarter of 2001, another competitor began selling an alternative generic form of Taxol(R). As a result, under our royalty agreement with Ivax, our royalty revenue from Ivax significantly declined in the fourth quarter of 2001. The remaining royalty and contract revenue during 2001 consisted primarily of amounts recognized under existing royalty and license agreements. During 2000, we earned $25.0 million in milestones from AHP under the Enbrel promotion agreement. In February 2000, we earned a milestone of $10.0 million from AHP under the Enbrel promotion agreement, when net sales of Enbrel in the United States exceeded $400.0 million for the preceding 12-month period. In June 2000, we earned $15.0 million from AHP under the terms of the Enbrel promotion agreement when an expanded indication for Enbrel was approved by the FDA for reducing signs and symptoms and delaying structural damage in patients with